

**MINUTES OF THE MEETING OF THE
UNIFORM COMMERCIAL CODE COMMITTEE
OF THE BUSINESS LAW SECTION
OF THE STATE BAR OF CALIFORNIA**

**October 6, 2006
(3:00 p.m. to 4:38 p.m.)**

Annual State Bar Meeting in Monterey in the Spyglass Room at the Hyatt Regency

The October 6, 2006 meeting of the Uniform Commercial Code Committee (the "Committee") was called to order at approximately 3:00 p.m. with Arnie Rosenberg presiding.

A. ADMINISTRATIVE MATTERS

1. **Roll Call.** Please refer to the attendance sheet at the end of the minutes.
2. **Minutes of Prior Meeting.** The minutes for the August 8, 2006 meeting were approved.
3. **Future Meeting Dates/Locations.** Meetings for the remainder of 2006 are scheduled as follows:
 - a. Tuesday, November 14, 2006 at 9:30 a.m. via videoconference in the offices of Pillsbury Winthrop Shaw Pittman LLP ("PWSP"), subject to confirmation of availability of videoconference equipment;
 - b. Tuesday, December 12, 2006 at 9:30 a.m. via videoconference in the offices of PWSP, subject to confirmation of availability of videoconference equipment; and
 - c. Second Tuesday of each month thereafter. An in-person meeting is being planned for either January or February of 2007.

B. SUBCOMMITTEE REPORTS

1. **CCP §697.530 re: Judgment Liens.** Barry Dubin provided a report discussing alternatives to address the statute governing filing of notice of judgment liens. Assuming the debtor is a Delaware corporation, (i) requiring such notice to be filed with the California Secretary of State may undermine the central filing provision of revised Article 9 and (ii) requiring such notice to be filed with the Delaware Secretary of State may not be accepted for filing. It was noted that the State of Connecticut amended a similar statute to require foreign corporations to file a notice of judgment lien with the Connecticut Secretary of State to have such lien attach to assets located in Connecticut. It was agreed that Barry Dubin and Barry Graynor would draft a letter notifying the Executive Committee of our opposition to the Insolvency Committee's position to amend the statutory provision.
2. **Hidden Liens.** Elliott Hinds and Demetria Vong-Spillan reported that they had refocused the project to prepare analyses on the most interesting hidden liens and to leave for later the remaining liens. More members are needed to analyze approximately fifteen

liens and to maintain consistency in work product and to produce a timely work product. It was agreed that the subcommittee should have approximately six to eight members so that each person has approximately one to two liens to analyze. Robert Trodella, Wansun Song, Robert Sherman and Ariel Berrios agreed to join the subcommittee. The Committee considered whether the final work product should be posted on the Committee's website to provide notice of hidden liens to the general practitioner.

3. **Foreign Centralized Filing.** Arnie Rosenberg reported that his article on foreign filing systems will be published in the November edition of the UCC Law Journal and that a webinar on the same topic is scheduled for November 16 between 2 to 3 p.m. with Arnie and Bob Anderson as presenters.

4. **Legislative Tracking.** No formal report was given. However, Arnie reported that revised Articles 1 and 7 have been approved and signed into law. In addition, Barry Dubin noted that Hugh Lawrence is rolling off the Committee and that a new Chair is needed. Most of the work will take place from end of January until May. If you're interested, please contact Barry Dubin.

5. **Assignment of Rents.** Wansun Song reported that the subcommittee met and agreed to compare the proposed Act against the existing statute.

6. **Publications and Programs.** Barry Dubin will see if Barry Graynor is interested in chairing this subcommittee.

7. **Liaison Reports.** It was noted that the Committee should re-establish liaisons for various groups.

C. **EX. COMM. LIAISON UPDATE**

1. No report given.

D. **NEW MATTERS FOR NEW TERM**

1. Barry Dubin and Jim Cochran began their term as Co-Chairs and the following items were discussed.

a. Please let Barry Dubin know which subcommittees you would like to join.

b. Vasco Morais has agreed to chair the Website Development and E-Communications subcommittee which will be more of a focus this term.

c. A new subcommittee will be created to monitor advance sheets and to prepare write-ups like the Insolvency Committee.

d. Please let Barry Dubin or Jim Cochran know if there are new projects that may be worthwhile to pursue.

e. Jim Cochran inquired whether a subcommittee should be formed to study the Commercial Money Center case. Harry Sigman suggested that someone compile the listserve emails on the case and to prepare a one to two page memo. If the Committee approves of the memo, we can send it to the Permanent Editorial Board for consideration within the next two to three weeks. Jim Cochran, Vasco Morais, Kevin Cops and John Oehmke agreed to serve on the subcommittee. Vasco will also ask Jan Kosel to join the subcommittee.

f. Arnie Rosenberg noted that the Zengen case is the most important Article 4A case in California in a long time. It was asked whether there is still time to prepare an amicus brief.

g. Barry Dubin noted that there is some controversy about the proper name for individuals in connection with the filing of UCC financing statements. A subcommittee may be created to study the issue.

* * *

The meeting was adjourned at approximately 4:38 p.m.

Attendance at the October 6, 2006 Meeting:

R. Paul Barkes	Present
Arnold Steven Rosenberg	Present
James S. Cochran	Present
Barry A. Dubin	Present
Janice Kosel	Absent
Wansun Song	Present
Harry C. Sigman	Present
Robert B. Anderson	Present
Ariel Berrios	Present
Edward P. Christian	Absent
Kevin C. Cops	Present
Brad Crawford	Present
Jennifer Dinkelman	Present
Francis X. Ferrer	Absent
Barry A. Graynor	Absent
James A. Hayes, Jr.	Absent
Elliott Hinds	Present
Stacy Hopkins	Absent
David Isenberg	Absent
Doug Krause	Present
Hugh Lawrence	Absent
Jean LeBlanc	Absent
Vasco Morais	Present
John C. Oehmke	Present

Kathleen D. Rothman	Absent
Brenda H. Ruttenberg	Present
Konrad F. Schreier III	Absent
Robert Sherman	Absent
Margreta M. Sundelin	Absent
Audrey L. Sung	Absent
Demetria Vong-Spillan	Present
Robert Trodella, Jr.	Present
Edith Warkentine	Absent
Troy Zander	Absent